

THIS INSTRUMENT PREPARED BY: James P. Niedermeyer, Esq. One Williams Center, Suite 4100 Tulsa, Oklahoma 74172 (918) 573-8015	INDEX AS TO FEE PARCELS: SW 1/4 S20, T1S, R4W and SC S20, T1S, R4W INDEX AS TO EASEMENT PARCELS: See Exhibit "A" attached hereto	TAX PARCEL NO. AS TO FEE PARCEL: 186-20-00600
WHEN RECORDED RETURN TO: Rick Daniel, Esq. Baker, Donelson, Bearman & Caldwell 165 Madison Avenue, Suite 2000 Memphis, Tennessee 38103 (901) 526-2000		STATE OF DE SOTO CO. BC MAR 24 3 10 PM '03 BC BK 440 PG 342 W.E. DAVIS CH. CLER.

DEED, ASSIGNMENT, BILL OF SALE AND CONVEYANCE

STATE OF Oklahoma)

) KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF Tulsa)

This instrument (the "Assignment") is from Williams Mid-South Pipelines, LLC, a Delaware limited liability company, whose offices are in Tulsa, Oklahoma ("Assignor"), to Williams Petroleum Pipeline Systems, Inc., a Delaware corporation whose offices are located in Tulsa, Oklahoma.

W I T N E S S E T H

For and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto Assignee, all of Assignor's right, title and interest in, to and under the following properties and interests: (1) The real property and easements described in Exhibit "A" appended hereto and incorporated herein and all other right, title and interest of Assignor in and to real property situated in DeSoto and Marshall Counties, Mississippi (the "Property"); (2) The Southcap Pipe Line Company Lease Agreement St. James/Liberty to Collierville, dated March 7, 2001, between Southcap Pipe Line Company and Mid-America Pipeline Company; the Joint Pipeline Tariff, effective July 1, 2002, between Shell Pipeline Company LP and Assignor; the Williams Mid-South Pipelines, L.L.C. Local and Proportional Tariff, FERC No. 2 Issued April 23, 2002, from a point in St. James Parish, Louisiana to a point in Marshall County, Mississippi; Agreement to Construct, Operate and Lease Pipeline, dated March 6, 2001, effective June 1, 2000, between MEMPHIS LIGHT, GAS AND WATER and MID-AMERICA PIPELINE COMPANY; Agreement to Construct and Operate Pipeline, dated December 22, 1983, between MEMPHIS LIGHT, GAS AND WATER and MID-AMERICA PIPELINE COMPANY, as amended; Lease Agreement-St. James/Liberty to Collierville, dated March 8, 2001, between SOUTHCAP PIPE LINE COMPANY and MID-AMERICA PIPELINE COMPANY and Services Agreement dated August 9, 1984 by and between MID-AMERICA PIPELINE COMPANY and SHELL PIPE LINE CORPORATION; (3) All personal property, equipment and facilities located on the Property and used solely in connection therewith; and (4) all agreements and contractual rights which relate to the Property (all matters set forth in (2), (3) and (4) are collectively referred to hereinafter as the "Properties").

TO HAVE AND TO HOLD the Property conveyed hereby, together with all and singular the rights and appurtenances thereto in anywise belonging unto Assignee, its successors and assigns forever, free and clear of all liens, mortgages and burdens (other than easements, leases, restrictions, reservations, covenants and encumbrances of record normal burdens existing at the Effective Time) arising by, through or under Assignor, but without other warranty of title, express or implied. WITHOUT LIMITATION OF THE GENERALITY OF THE IMMEDIATELY PRECEDING SENTENCE, ASSIGNOR HEREBY EXPRESSLY DISCLAIMS AND NEGATES ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, RELATING TO THE CONDITION OF THE PROPERTIES, INCLUDING WITHOUT LIMITATION, ANY IMPLIED OR EXPRESSED WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OF WORTHINESS OR OF CONFORMITY TO MODELS OR SAMPLES OF MATERIALS.

Assignor also hereby GRANTS, ASSIGNS and TRANSFERS to Assignee, its successors and assigns, to the extent so transferable, the benefit of and the right to enforce rights and covenants and warranties, if any, which Assignor is entitled to enforce with respect to the Property and the Properties against the Assignor's predecessor in title thereto, and full substitution and subrogation of all rights accruing under the statutes of limitations or prescription under the laws of the State of Mississippi.

Assignor agrees to indemnify and hold Assignee free and harmless from all claims, demands, obligations and liabilities relating to the Property and the Properties which accrue or have accrued with respect to periods before the Effective Time to the extent such obligations and liabilities are attributable to the Property or the Properties. Assignee agrees to assume and will pay, perform and discharge all obligations relating to the Property and the Properties and accruing from and after the Effective Time, and agrees to indemnify and hold Assignor free and harmless from all claims, demands, obligations and liabilities relating to the Property or the Properties which accrue or have accrued with respect to periods beginning on or after the Effective Time, to the extent that such obligations and liabilities are attributable to the Property or the Properties.

This Assignment is made and accepted subject to the terms and conditions herein and shall bind and inure to the benefit of the parties hereto and their respective successors and assigns.

The Effective Time of this Assignment shall be March 3rd, 2003, at 11:59 p.m. CST.

IN WITNESS WHEREOF this Assignment is executed by Assignor this 2nd day of March, 2003, but effective as of the Effective Time.

**THE REST OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK. SIGNATURES
APPEAR ON THE FOLLOWING PAGE**

ASSIGNOR:

WILLIAMS MID-SOUTH PIPELINES, LLC.

By: Randy M. Newcomer
Name: Randy M. Newcomer
Title: President

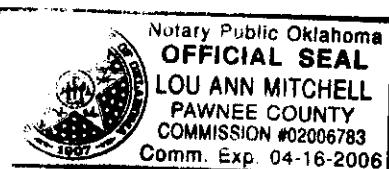


STATE OF OKLAHOMA
COUNTY OF TULSA

Personally appeared before me, the undersigned authority in and for the said county and state, on this 3rd day of March, 2003, within my jurisdiction, the within-named RANDY M. NEWCOMER, who acknowledged that he is the Vice President of WILLIAMS MID-SOUTH PIPELINES, LLC, a limited liability company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument after first having been duly authorized by said limited liability company so to do.

Lou Ann Mitchell
Notary Public

My Commission Expires:

4/16/06

ASSIGNEE:

WILLIAMS PETROLEUM PIPELINE
SYSTEMS, INC.

By: _____

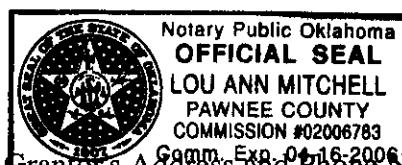
Name: Randy M. NewcomerTitle: Vice President

STATE OF OKLAHOMA
COUNTY OF TULSA

Personally appeared before me, the undersigned authority in and for the said county and state, on this 3rd day of March, 2003, within my jurisdiction, the within-named **RANDY M. NEWCOMER**, who acknowledged that he is the Vice President of **WILLIAMS PETROLEUM PIPELINE SYSTEMS, INC.**, a limited liability company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument after first having been duly authorized by said limited liability company so to do.

Notary Public

My Commission Expires:

4/16/06

Grantor's Address and Phone Number:

Williams Mid-South Pipeline, LLC
c/oTheWilliams Companies
One Williams Center
Tulsa, OK 74172
Attention: Jim Niedermeyer
(918) 573-8015

Grantee's Address and Phone Number:

Williams Petroleum Pipeline Systems, Inc.
c/oTheWilliams Companies
One Williams Center
Tulsa, OK 74172
Attention: Jim Niedermeyer
(918) 573-8015

EXHIBIT "A"

REAL PROPERTY LYING AND BEING SITUATED IN MARSHALL COUNTY,
MISSISSIPPI, TO-WIT:

PARCEL 1:

20.05 acres in the East Part of the Southwest Quarter of Section 20, Township 1 South, Range 4 West, Marshall County, Mississippi, described as:

Commencing at the Southwest corner of Section 20 and run thence East along the section line 2,148.5 feet to the Point of Beginning; run thence North 2,660 feet to a fence corner, thence East along the half section line and a fence 381.5 feet to a stake; thence South 2,035.2 feet to a stake; thence North 79° 45' West along the north boundary of the Murray 4.3 acre tract 229.2 feet to a stake at the northwest corner of the Murray tract; thence South 4° 15' East along the west boundary of the Murray tract 698.1 feet to a point in the center of the county road; thence west along the center of said road 174.5 feet to the Point of Beginning.

PARCEL 2:

A tract of land in the South Center part of Section 20, Township 1 South, Range 4 West, Marshall County, Mississippi, more fully described as follows:

Beginning at a point in the south line of said Section 20 a distance of 2604.53 feet North 89° 16' 28" East from the Southwest corner of said Section 20 and thence run North 3° 32' 27" East, 610.22 feet to a point; thence run North 75° 47' 59" West 97.47 feet to a point; thence run North, 2039.0 feet to the accepted half section line; thence run North 88° 51' 51" East along said line 278.91 feet to a point, thence run South 0° 34' 35" East, 2674.47 feet to a point in the south line of said Section 20, thence run South 89° 16' 28" West along said line 248.97 feet to the point of beginning.

LESS AND EXCEPT all minerals as retained and reserved in Warranty Deed of record in Book 195, Page 716, in the Chancery Court Clerk's Office, Marshall County, Mississippi.

PARCEL 3:

A tract of land containing 4.3 acres, more less, in the South center part of Section 20, Township 1 South, Range 4 West, Marshall County, Mississippi, said 4.3 acre tract being more particularly described as follows:

Beginning at a point in the South line of said Section 20, said point being 89° 16' 28" E, along said South line, a distance of 2166.49 feet from the Southwest corner of said Section 20; thence N 01° 16' 50" W, along the most westerly East line of Mid-America Pipeline Company's tract of land containing 20.02 acres, more or less, a distance of 692.7 feet; thence S 75° 47' 59" E, along the most northerly South line of said 20.02 acre tract and the most Northerly South line of the Mid-America Pipeline Company's tract of land containing 16.86 acres, more or less, a distance of 326.67 feet; thence S 03° 32' 27" E, along the most Easterly west line of said 16.86 acre tract, a distance of 610.22 feet; thence N 89° 16' 28" W, along said South line, a distance of 263.54 feet, to the point of beginning, containing 4.3 acres, more or less.

LESS AND EXCEPT a portion conveyed by Special Warranty Deed to Marshall County, Mississippi, a body politic, from Mid-America Pipeline Company of record in Book 320, Page 226, in the Chancery Court Clerk's Office, Marshall County, Mississippi.

EXHIBIT "A"

BK0440PG0347

BK0 8PG0552

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-1	Carl E. Kimberlin, et ux	Mid-America Pipeline Company	Part of 43 1/3 acres in east part of NE1/4 of Section 21, T1S, R5W	04/09/96	04/25/96	289	470
DS-2	Carl E. Kimberlin, et ux	Mid-America Pipeline Company	Part of W2 NE1/4 of Sec. 21, T1S, R5W	04/09/96	04/25/96	299	473
DS-3A	Glenda B. Durrell, et vir	Mid-America Pipeline Company	Part of a 41.253 acre tract in NW1/4 of Sec. 21, T1S, R5W	05/13/96	05/10/96	301	401
DS-3B	Heath Allen Spencer, et ux	Mid-America Pipeline Company	Part of a parcel commencing at the NW corner of Sec. 21, T1S, R5W	04/20/96	04/10/96	299	476
DS-3C	James Neal Looney, et al	Mid-America Pipeline Company	Part of a 41.253 acre tract in NW1/4 of Sec. 21, T1S, R5W	06/11/96	06/13/96	302	221
DS-3D	Odean T. Carpenter, et al	Mid-America Pipeline Company	Part of a 41.253 acre tract in NW1/4 of Sec. 21, T1S, R5W	03/28/96	04/25/96	299	479
DS-4A	Odean T. Carpenter, et al	Mid-America Pipeline Company	Part of a 15.0 acre tract in NW1/4 of Sec. 21, T1S, R5W	03/27/96	04/25/96	299	483
DS-4B	Stephen L. Carpenter, et ux	Mid-America Pipeline Company	Part of a 1.67 acre tract in NW1/4 of Sec. 21, T1S, R5W	03/27/96	04/25/96	299	487
DS-5A	Morris Maxey, et ux	Mid-America Pipeline Company	Part of a 1.5 acre tract in NE1/4 of Sec. 20-T1S, R5W	05/06/96	05/13/96	300	549

EXHIBIT "A"

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-5B	James Neal Looney, et al	Mid-America Pipeline Company	Part of a parcel of land beginning at the SW corner of SE/4 of Sec. 17, T1S, R5W	06/11/96	06/13/96	302	225
DS-5C	Trustees of Manning Trust	Mid-America Pipeline Company	Part of a parcel of land beginning at the NW corner of Sec. 20, T1S, R5W	05/09/96	05/13/96	300	375
DS-6	Central States Investment Co., et al	Mid-America Pipeline Company	Parts of N/2 N/2 of Sec. 20, T1S, R5W; NE/4 NE/4 of Sec. 19, T1S, R5W; S/2 of Sec. 18, T1S, R5W; SE/4 of Sec. 13, T1S, R6W; SE/4 of Sec. 24, T1S, R6W; NE/4 and SE/4 of Sec. 25, T1S, R6W	05/09/96	05/22/96	301	112
DS-7	Metro Investment Company	Mid-America Pipeline Company	Part of a 36.895 acre tract beginning at the SW corner of Sec 13, T1S, R6W	05/01/96	05/13/96	300	552
DS-6,7	Metro Investment Company	Mid-America Pipeline Company	Part of Sec. 13, T1S, R6W	02/21/00	03/08/00	368	677
DS-8	Metro DeSoto Utilities Co., Inc.	Mid-America Pipeline Company	Part of a 5.00 acre tract beginning at SW corner of Sec. 13, T1S, R6W	05/01/96	05/13/96	300	555
DS-8	Metro DeSoto Utilities Co., Inc.	Mid-America Pipeline Company	Part of a 5.00 acre tract in SE/4 SW/4 of Sec. 13, T1S, R6W	05/03/96	05/13/96	300	567
DS-9	Town of Olive Branch, et al	Mid-America Pipeline Company	Part of a parcel commencing at the SW corner of Sec. 13, T1S, R6W	03/20/84	03/22/84	170	75
DS-7,8,9	DeSoto County, MS	Mid-America Pipeline Company	Part of Sec. 13, T1S, R6W	10/19/99	10/21/99	83	113

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EXHIBIT "A"

BK0440PG0349

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TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-10	Metro Industrial Park, Ltd.	Mid-America Pipeline Company	Part of a parcel commencing at the SW corner of Sec. 13, T1S, R6W	06/12/84	06/13/84	170	312
DS-10	American Plastic Toys, Inc.	Mid-America Pipeline Company	Part of a parcel commencing at the SW corner of Sec. 13, T1S, R6W	07/07/98	07/20/98	336	677
DS-11	Central Conveyor Company, Inc.	Mid-America Pipeline Company	Part of a parcel in Lot 6, Replat Sec. "A", Holiday Industrial Park, in Sec. 13, T1S, R6W	02/01/84	02/17/84	160	762
DS-12A & 12C	Thomas E. Williams, et al	Mid-America Pipeline Company	Part of a parcel in South 70 acres of SE4 of Sec. 14 and North 30 acres of NE4 of Sec. 23, T1S, R6W	06/11/84	06/13/84	170	306
DS-12B	Calvin E. Looney, et ux	Mid-America Pipeline Company	Part of 3.0 acres in Sec. 14, T1S, R6W	01/16/84	02/17/84	170	4
DS-12D	Thomas E. Williams, et ux	Mid-America Pipeline Company	Part of 3.0 acres in Sec. 14, T1S, R6W	06/11/84	06/13/84	170	331
DS-13	Metro Investment Company	Mid-America Pipeline Company	Part of the Holiday Industrial Park Property beginning at SE corner of Sec. 14 and 23, T2S, R6W	06/12/84	06/13/84	170	297
DS-14 A,B	Chester A. Baird, et ux	Mid-America Pipeline Company	Part of Sec. 14, T1S, R6W	01/05/84	02/17/84	160	744
DS-15	Thomas D. Baird, et ux	Mid-America Pipeline Company	Part of Sec. 14, T1S, R6W	01/04/84	02/17/84	160	747
DS-16	Conrad L. Kreunen, et al	Mid-America Pipeline Company	Part of Sec. 15 and 22, T1S, R6W	02/03/84	02/17/84	160	769
DS-17	Marcus E. Davis, et ux	Mid-America Pipeline Company	Part of Sec. 22 and 15, T1S, R6W	01/11/84	02/17/84	160	750
DS-18	Mrs. Gertrude F. Lyon	Mid-America Pipeline Company	Part of Sec. 15 and 22, T1S, R6W	01/24/84	02/17/84	160	753
DS-19 A&B, 21 A-D	Gertrude Flowers Lyon, et al	Mid-America Pipeline Company	Part of Sec. 15, T1S, R6W	01/24/84	02/17/84	160	756
DS-20	Philip A. Lyon, et ux	Mid-America Pipeline Company	Part of Sec. 16, T1S, R6W	01/05/84	02/17/84	160	759
DS-22	James H. Gray, et ux	Mid-America Pipeline Company					

EXHIBIT "A"

DeSoto County, MS

BK 0440 PG 0350

BK 0418 PG 05-5

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-23	Roger Benson, et ux	Mid-America Pipeline Company	Part of Sec. 16, T1S, R6W	12/16/83	01/03/84	160	669
DS-24	Charles W. Oilia, et ux	Mid-America Pipeline Company	Part of SE/4 Sec. 16, T1S, R6W	12/20/83	01/09/84	160	674
DS-25	Louis L. Werner, et ux	Mid-America Pipeline Company	Part of Sec. 16, T1S, R6W	03/02/84	03/22/84	170	79
DS-26	Dr. Richard G. Farmer, Trustee	Mid-America Pipeline Company	Part of Sec. 16, T1S, R6W	12/30/83	01/13/84	160	708
A-C	Olive Branch Manufacturing Co., Inc.	Mid-America Pipeline Company	Part of Sec. 16 and 21, T1S, R6W	06/05/84	06/13/84	170	331
DS-27	John A. Montgomery, Jr.	Mid-America Pipeline Company	Part of SW/4 Sec. 16 and NW/4 Sec. 21, T1S, R6W	06/04/84	06/13/84	170	324
DS-28	Ragan, Inc.	Mid-America Pipeline Company	Part of Sec. 17, T1S, R6W	04/17/84	05/16/84	171	162
DS-29	Estate of W. E. Lamb, Jr.	Mid-America Pipeline Company	Part of SW/4 Sec. 17, T1S, R6W	03/02/84	03/13/84	170	62
DS-30	Mid-South Lumber Company	Mid-America Pipeline Company	Part of SW/4 Sec. 17, T1S, R6W, Shelby County, TN	03/14/84	03/21/84	V19198	
DS-31	Trustees of the Mineral Company, Inc.	Mid-America Pipeline Company	Part of SW/4 Sec. 17, T1S, R6W	03/02/84	03/13/84	170	59
DS-31A	Wells Baptist Church	Mid-America Pipeline Company	Part of Sec. 17 & 18, T1S, R6W, DeSoto Co., MS	04/16/84	5/16/1984	171	375
DS-32	CGC Holding Company	Mid-America Pipeline Company	Part of Dist. 2, Block 54, Parcel 166, Shelby Co., TN	05/04/84	V32021		
DS-34	James M. Morris, et al	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	12/21/83	01/09/84	160	677
DS-34	James M. Morris, et al	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	12/21/83	01/09/84	160	677
DS-35	L. E. Chisenthal, Jr., et al	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	02/20/84	03/13/84	170	67
DS-36	O. P. Wiseman	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	04/19/84	04/23/84	170	112
DS-37	Jillian F. Jones, et ux	Mid-America Pipeline Company	Part of SW/4 Sec. 18, T1S, R6W	12/06/83	12/27/83	160	666
DS-38A	Marvin Gresham, Jr., et al	Mid-America Pipeline Company	Part of W/2 SW/4 Sec. 18, T1S, R6W	01/04/84	02/17/84	170	16

EXHIBIT "A"

BK 0440 PG 0351

BX 0418 PG 0556

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-38B	Marvin Gresham, Jr., et al	Mid-America Pipeline Company	Part of W1/2 SW1/4 Sec. 18, T1S, R6W	01/04/84	02/17/84	170	16
DS-38C	Marvin Gresham, Jr., et al	Mid-America Pipeline Company	Part of W1/2 SW1/4 Sec. 18, T1S, R6W	01/04/84	02/17/84	170	16
DS-38C	John Ed Oliver, et ux	Mid-America Pipeline Company	Part of SW1/4 Sec. 18, T1S, R6W Re-Recorded to Correct Legal Description	05/04/96	05/13/96	300	569
DS-39R	Jerry A. Haley, et ux	Mid-America Pipeline Company	Lot 16, Davidson Estates, Section B in Sec. 13, T1S, R7W	06/22/98	06/22/98	335	236
DS-39C	Ray F. Albergson	Mid-America Pipeline Company	Lot 17, Section B, Davidson Estates, Sec. 13, T1S, R7W	03/28/96	04/25/96	299	490
DS-39D	J. W. Humble, et ux	Mid-America Pipeline Company	Lot 18, Section B, Davidson Estates, Sec. 13, T1S, R7W	03/20/96	04/25/96	299	454
DS-39E	Charles A. Curbo, et ux	Mid-America Pipeline Company	Lot 19, Section B, Davidson Estates, Sec. 13, T1S, R7W	03/21/96	04/25/96	299	457
DS-39F	Robert A. McCoy	Mid-America Pipeline Company	Lot 31, Section D, Davidson Estates, Sec. 13, T1S, R7W	03/21/96	04/25/96	299	460
DS-39G	Lawrence A. Etter, et ux	Mid-America Pipeline Company	Lot 30, Section D, Davidson Estates, Sec. 13, T1S, R7W	03/28/96	04/25/96	299	463
DS-39H	Charles E. Shamley, Jr., et ux	Mid-America Pipeline Company	Lot 32, Section E, Davidson Estates, Sec. 13, T1S, R7W	03/27/96	04/25/96	299	466
DS-39I	Eugene Ivy, et ux	Mid-America Pipeline Company	Lot 33, Davidson Estates, Sec. 13, T1S, R7W	03/28/96	04/25/96	299	426
DS-40A	Jerre Minor Freeman	Mid-America Pipeline Company	Part of S/2 Sec. 13, T1S, R7W	04/10/96	04/25/96	299	423
DS-40B	Curtis W. Parham, Jr., et al	Mid-America Pipeline Company	Part of Sec. 13, T1S, R7W	03/01/84	03/13/84	170	57
DS-41A	Browning-Ferris Industries of Tennessee, Inc.	Mid-America Pipeline Company	Part of Sec. 14, T1S, R7W	05/29/96	06/13/96	302	239
DS-41B	Virginia B. Glasgow, et al	Mid-America Pipeline Company	Part of S/2 Sec. 14, T1S, R7W	04/26/96	05/13/96	300	558
DS-41B	Virginia B. Glasgow, et al	Mid-America Pipeline Company	Part of SE1/4 Sec. 14, T1S, R7W	11/20/96	01/21/97	311	429
DS-42	Della O. Pasino, et al	Mid-America Pipeline Company	Part of SE1/4 Sec. 15, T1S, R7W	04/16/96	04/25/96	299	429
DS-43	Charles MacGowan	Mid-America Pipeline Company	Part of SW1/4 Sec. 15, T1S, R7W	06/27/96	07/02/96	303	246

EXHIBIT "A"

BK0440PG0352

BX0418 PG055

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-43	Harriet Gram, et vir	Mid-America Pipeline Company	Part of SW 1/4 Sec. 15, T1S, R7W	05/31/96	07/02/96	303	240
DS-43	Susan Gailher	Mid-America Pipeline Company	Part of SW 1/4 Sec. 15, T1S, R7W	06/04/96	07/02/96	303	242
DS-43	Mary F. Gaither	Mid-America Pipeline Company	Part of SW 1/4 Sec. 15, T1S, R7W	05/09/96	07/02/96	303	244
DS-44A	Louise Pasino Teague, et al	Mid-America Pipeline Company	Part of SE 1/4 Sec. 16, T1S, R7W	04/16/96	04/25/96	299	431
DS-44B	Raymond J. Pasino, et ux	Mid-America Pipeline Company	Part of SE 1/4 Sec. 16, T1S, R7W	04/16/96	04/25/96	299	435
DS-45A	Cecil Jordan, et ux	Mid-America Pipeline Company	Lot 18, Section B, Valley Grove Plantations, Sec. 16, T1S, R7W	04/16/96	07/19/96	304	60
DS-45B	Willie E. Chumney, et ux	Mid-America Pipeline Company	Lot 10, Section B, Valley Grove Plantations, Sec. 16, T1S, R7W	04/03/96	04/25/96	299	438
DS-45C	Randall Martin Pollan, et ux	Mid-America Pipeline Company	Lot 9, Section A, Valley Grove Plantations, Sec. 16, T1S, R7W	04/16/96	04/25/96	299	440
DS-45D	Michael D. Parr, et ux	Mid-America Pipeline Company	Lot 1, Section A, Valley Grove Plantations, Sec. 16, T1S, R7W	04/03/96	04/25/96	299	442
DS-46	Graceland Christian Church, Inc.	Mid-America Pipeline Company	Part of SW 1/4 Sec. 16, T1S, R7W	04/22/96	05/13/96	300	563
DS-47A	Bill Pyrdam, et al	Mid-America Pipeline Company	Part of SW 1/4 Sec. 16, T1S, R7W	04/07/96	04/25/96	299	444
DS-47B	Charles W. McCain II, et ux	Mid-America Pipeline Company	Part of SW 1/4 Sec. 16, T1S, R7W	04/01/96	04/25/96	299	448
DS-48A	Luther C. Capers, et ux	Mid-America Pipeline Company	Part of SE 1/4 Sec. 17, T1S, R7W	10/28/96	10/28/96	308	187
DS-49A	Eula Holmes Sanders, et al	Mid-America Pipeline Company	Part of SE 1/4 Sec. 17, T1S, R7W	05/28/96	06/13/96	302	230
DS-49A	Eula Holmes Sanders, et al	Mid-America Pipeline Company	Part of SE 1/4 Sec. 17, T1S, R7W	03/02/01	08/16/01	397	675
DS-49B	Robert G. Gilder	Mid-America Pipeline Company	Part of SE 1/4 Sec. 17, T1S, R7W	04/19/96	04/25/96	299	451

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DeSoto County, MS

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-8	Metro Desoto Utilities Co., Inc.	Mid-America Pipeline Company	Part of Sec. 13, T1S, R6W	08/27/98	04/03/98	349	790
DS-8	Metro Desoto Utilities Company	Mid-America Pipeline Company	Part of Sec. 13, T1S, R6W	02/21/00	03/08/00	368	686
DS-9	Town of Olive Branch	Mid-America Pipeline Company	Part of a parcel commencing at the SW corner of Sec. 13, T1S, R6W	09/08/98	10/07/98	341	154
DS-10	American Plastic Toys, Inc.	Mid-America Pipeline Company	Part of Sec. 13, T1S, R6W	07/07/98	07/20/98	336	677
DS-11	Next Day Motor Freight, Inc.	Mid-America Pipeline Company	Part of Lot 6, Replat Sec. "A", Holliday Industrial Park, in Sec. 13, T1S, R6W	07/17/98	07/23/98	337	30
DS-12A	Sumitomo Bank Leasing and Finance, Inc.	Mid-America Pipeline Company	Part of Sec. 14 and 23, T1S, R6W	08/20/98	09/09/98	339	359
DS-12B	Betz Investco L.P.	Mid-America Pipeline Company	Part of SE/4 of Sec. 14 and part of the NE/4 of Sec. 23, T1S, R6W	08/27/98	04/01/99	349	809
DS-12B	Betz Investco L. P.	Mid-America Pipeline Company	Part of SE/4 of Sec. 14 and part of the NE/4 of Sec. 23, T1S, R6W	08/28/98	04/01/99	349	804
DS-13	Metro Investment Company	Mid-America Pipeline Company	Part of a 47.136 acre tract of land in SW/4 Sec. 14 and part of the NW/4 of Sec. 23, T1S, R6W	08/27/98	04/01/99	349	799
DS-13A	Betco Associates	Mid-America Pipeline Company	Part of a 13.315 acre tract of land in NW/4 of Sec. 23, T1S, R6W	08/27/98	04/01/99	349	794
DS-13B	Metro Investment Company	Mid-America Pipeline Company	Part of NW/4 Sec. 23, T1S, R6W	08/27/98	04/01/99	349	785

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TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-13C	Wm. Howard Allen, et al	Mid-America Pipeline Company	Part of NE1/4 Sec. 22, T1S, R6W	09/24/98	10/20/98	341	579
DS-13C.1	Gertrude Flowers Lyon	Mid-America Pipeline Company	Part of NW1/4, NW1/4 NE1/4 Sec. 22, T1S, R6W	03/16/99	08/16/99	357	505
DS-13C.2	Constance R. Kelly	Mid-America Pipeline Company	Part of NE1/4 Sec. 21, T1S, R6W	04/01/99	08/16/99	357	508
DS-13C.3	George C. Martin, et ux	Mid-America Pipeline Company	Part of SW1/2 NW1/4 Sec. 21, T1S, R6W	03/25/99	07/27/99	378 374	546
DS-13C.4	James G. Harris	Mid-America Pipeline Company	Part of NE1/4 Sec. 20, T1S, R6W	03/22/99	08/16/99	357	520
DS-13C.4	Patricia P. Covington	Mid-America Pipeline Company	Part of NE1/4 Sec. 20, T1S, R6W	03/15/99	08/16/99	357	517
DS-13C.5	Joan Ingram Bullard	Mid-America Pipeline Company	Part of SW1/4 NE1/4 Sec. 20, T1S, R6W	04/13/99	08/16/99	357	523
DS-13C.5	Joe A. Dickson	Mid-America Pipeline Company	Part of SW1/4 NE1/4 Sec. 20, T1S, R6W	04/15/99	08/16/99	357	532
DS-13C.5	L. M. Dickson	Mid-America Pipeline Company	Part of SW1/4 NE1/4 Sec. 20, T1S, R6W	04/19/99	08/16/99	357	529
DS-13C.5	Nancy Ingram Kasden	Mid-America Pipeline Company	Part of SW1/4 NE1/4 Sec. 20, T1S, R6W	03/28/99	08/16/99	357	543
DS-13C.5	Mildred Dickson Friend	Mid-America Pipeline Company	Part of SW1/4 NE1/4 Sec. 20, T1S, R6W	04/20/99	07/27/00	376	526
DS-13G	MWP Development Incorporated	Mid-America Pipeline Company	Part of 49.5 acres in NW1/4 N1/2 Sec. 20, T1S, R6W	07/22/98	07/23/98	337	27
DS-13H	Heritage Operation L.P.	Mid-America Pipeline Company	Part of 5.28 acres in NW1/4 Sec. 20, T1S, R6W	10/23/98	12/02/98	343	791
DS-16	Conrad L. Kreunen, et al	Mid-America Pipeline Company	Part of Sec. 15 and 22, T1S, R6W	02/03/84	02/17/84	180	769
A-E	Gertrude Flowers Lyon, et al	Mid-America Pipeline Company	Part of Sec. 15 and 22, T1S, R6W	01/24/84	02/17/84	160	753
DS-19	Helen W. Delbove, Executrix	Mid-America Pipeline Company	Part of SW1/4 Sec 17, T1S, R6W	10/16/98	12/07/98	344	194
DS-30A	Sally S. Morrow	Mid-America Pipeline Company	Part of SW1/4 Sec 17, T1S, R6W	10/02/98	12/02/98	343	796
DS-31	Tommy C. Starkey, et ux	Mid-America Pipeline Company	Part of Sec. 2, T19S, R5W, Shelby Co., TN	10/15/98	12/02/98	343	HY5758

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DeSoto County, MS

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TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
DS-32	Guardian Industries Corporation	Mid-America Pipeline Company	Part of Sec. 17 & 18, T1S, R6W, DeSoto Co., MS Part of Dist. 2, Block 54, Parcel 186, Shelby Co., TN	07/10/98	7/20/1998	336	670
DS-33	Ruby Jean Mustin	Mid-America Pipeline Company	Part of Sec. 18, T1S, R6W	07/07/98	07/20/98	336	681
DS-34	James E. Garner	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	07/28/98	07/31/98	337	358
DS-35	Land South Development, Inc.	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	08/21/98	08/21/98	338	105
DS-35	Land South Development, Inc.	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	08/21/98	08/21/98	338	424
DS-36	David Von Couch	Mid-America Pipeline Company	Part of SE/4 Sec. 18, T1S, R6W	08/19/98	08/21/98	338	432
DS-37	Julian F. Jones, et ux	Mid-America Pipeline Company	Part of SW/4 Sec. 18, T1S, R6W	06/11/98	06/22/98	335	233
DS-38A	Dannie Richardson, et ux	Mid-America Pipeline Company	Part of SW/4 Sec. 18, T1S, R6W	05/28/98	05/29/98	334	27
DS-38B	F. W. Jones, et ux	Mid-America Pipeline Company	Part of SW/4 Sec. 18, T1S, R6W	06/05/98	07/20/98	336	673

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Easement Agreements

10" from Collierville Terminal - Marshall County Portion

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
MA-2,4,5	Melba F. Wingo, et al	Mid-America Pipeline Company	Part of W/2 Sec. 20, T1S, R4W	04/04/84	04/04/84	197	93
MA-3	Konrad E. Dignowity, Jr., et ux	Mid-America Pipeline Company	Part of SW/4 Sec. 20, T1S, R4W	10/20/83	10/31/83	194	270
MA-6	Terry Lee Hust, et vir	Mid-America Pipeline Company	Part of Sec. 19 and 20, T1S, R4W	04/04/84	04/04/84	197	87
MA-7	Caroline L. Jones, et al	Mid-America Pipeline Company	Part of Sec. 19, T1S, R4W and Sec. 24, T1S, R5W	04/13/84	04/23/84	197	421
MA-8	Suzanne Hoyt	Mid-America Pipeline Company	Part of Sec 13 and 24, T1S, R5W	05/31/84	06/01/84	198	162
MA-9	Carolyn Mann Porter, et al	Mid-America Pipeline Company	Part of Sec 24, T1S, R5W	02/17/84	06/14/83	198	267
MA-9A	Albert L. Crain, et ux	Mid-America Pipeline Company	Part of Sec 24, T1S, R5W	12/02/83	12/14/84	195	138
MA-10	A.D. Cartwright, Jr.	Mid-America Pipeline Company	Part of Sec 23, T1S, R5W	02/17/84	03/14/84	196	383

MA-11	American Realty Service Corporation	Mid-America Pipeline Company	Part of Sec 15, T1S, R5W	02/08/84	02/16/84	196	183
MA-12	V.M. Cox, et al	Mid-America Pipeline Company	Part of Sec 15 and 22, T1S, R5W	12/20/83	01/13/84	195	419
MA-13	Mary Lee Cox	Mid-America Pipeline Company	Part of W/2 Sec. 22, T1S, R5W	12/31/83	01/13/84	195	422

12"-20" Loop-14" from Collierville Terminal - Marshall County Portion

TRACT	GRANTOR	GRANTEE	LEGAL DESCRIPTION	SIGNED DATE	REC. DATE	BOOK	PAGE
MA-2,4,5	Terry Wingo Hust, et al	Mid-America Pipeline Company	Part of W/2 Sec. 20, T1S, R4W	05/05/96	05/16/96	274	11
MA-3	Konrad E. Dignowity, Jr., et ux	Mid-America Pipeline Company	Part of SW/4 Sec. 20, T1S, R4W	10/20/83	10/31/83	194	270
MA-6	Terry Lee Wingo Hust, et vir	Mid-America Pipeline Company	Part of Sec. 19 and 20, T1S, R4W	05/05/96	05/16/96	274	23
MA-6	Ralph S. Hamilton, et ux	Mid-America Pipeline Company	Part of NE/4 Sec. 24, T1S, R5W and Sec. 18 and 19, T1S, R4W	03/25/96	04/24/96	273	402
MA-8A	Jack N. Vatter	Mid-America Pipeline Company	Lot 62, Noncomnah Place Subd., Phase IV of Sec. 24, T1S, R5W	03/25/96	04/24/96	273	400
MA-8B	James R. Scott, et ux	Mid-America Pipeline Company	Lots 60 and 61, Noncomnah Place Subd., Phase IV of Sec. 24, T2S, R5W	03/28/96	04/24/96	273	398

MA-8C	Loretta Lynn Feathers	Mid-America Pipeline Company	Lot 59, Nonconnah Place Subd., Phase IV of Sec. 24, T1S, RSW	04/02/96	04/24/96	273	412
MA-9A	Albert L. Crain, et ux	Mid-America Pipeline Company	Part of Sec. 24, T1S, RSW	12/02/83	12/14/83	195	138
MA-9B	Phillip M. Brown, et ux	Mid-America Pipeline Company	Lot 58, Nonconnah Place Subd., Phase III of Sec. 24, T1S, RSW	04/11/96	04/24/96	273	407
MA-9C	Carolyn Mann Porter, et al	Mid-America Pipeline Company	Part of Sec 24, T1S, RSW	02/17/84	06/14/84	198	267
MA-9D	Henry Lee Donathan, et ux	Mid-America Pipeline Company	Lot 56, Nonconnah Place Subd., Phase III of Sec. 24, T1S, RSW//	04/05/96	04/24/96	273	416
MA-9E	Lula Frances Worley	Mid-America Pipeline Company	Lot 55, Nonconnah Place Subd., Phase III of Sec. 24, T1S, RSW	04/02/96	04/24/96	273	418
MA-10	A.D. Cartwright, Jr. et ux	Mid-America Pipeline Company	Part of Sec 14 and 23, T1S, RSW	05/01/96	05/16/96	274	34
MA-11A	Sally S. McCandless, et vir	Mid-America Pipeline Company	Part of Sec 15 and 22, T1S, RSW	04/02/96	04/24/96	273	409
MA-11B	Danny M. Owens	Mid-America Pipeline Company	Part of Sec 22 and 23, T1S, RSW	04/17/96	04/24/96	273	420
MA-12	V.M. Cox, et al	Mid-America Pipeline Company	Part of Sec 15 and 22, T1S, RSW	12/20/83	01/13/84	195	419
MA-13	Mary Lee Cox	Mid-America Pipeline Company	Part of W/2 Sec. 22, T1S, RSW	04/03/96	04/24/96	273	405